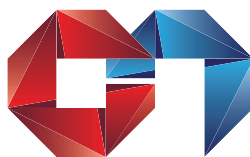

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Global Mastermind Holdings Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



GLOBAL MASTERMIND
環球大通

Global Mastermind Holdings Limited 環球大通集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8063)

MAJOR TRANSACTION PROVISION OF FINANCIAL ASSISTANCE RELATING TO THE VARIATION OF THE LOAN AGREEMENT AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of the Company to be held at Meeting Room (Soho 1), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Thursday, 15 August 2024 at 10:00 a.m. is set out on pages 22 to 23 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed with this circular.

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.

No gifts, food or beverages will be provided to attendees at the extraordinary general meeting.

This circular will remain on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at www.globalmindholdings.com.

24 June 2024

* for identification purposes only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Company”	Global Mastermind Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM (stock code: 8063)
“Customer J”	Nam Pei Hong Sum Yung Drugs Company Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Guarantor
“Director(s)”	the director(s) of the Company from time to time
“EGM”	the extraordinary general meeting of the Company to be convened and held at Meeting Room (Soho 1), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Thursday, 15 August 2024 at 10:00 a.m., the notice of which is set out on pages 22 to 23 of this circular
“Exchange”	The Stock Exchange of Hong Kong Limited
“Facilities”	the Original Facilities or the Revised Facilities (as the case may be)
“Facilities Extension”	the extension of the final repayment date of the Original Loan Agreement to 16 May 2026
“Facilities Increment”	the increase in the principal amount of the Original Facilities from HK\$17 million to HK\$20 million
“GEM”	GEM operated by the Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Global Mastermind Financial Services”	Global Mastermind Financial Services Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“Group”	the Company and all of its subsidiaries from time to time

DEFINITIONS

“Guarantee”	a corporate guarantee duly and properly executed by the Guarantor in favour of Global Mastermind Financial Services as a security for all the obligations of Customer J under the Original Loan Agreement, which will continue to be in force under the Revised Loan Agreement
“Guarantor”	China Healthwise Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Exchange (stock code: 348)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Prime Rate”	the interest rate announced from time to time by The Hongkong and Shanghai Banking Corporation Limited as its prime rate for lending Hong Kong dollars
“Interest Rate Adjustment”	the adjustment in interest rate from Hong Kong Prime Rate plus 4% per annum, to a fixed rate of 12% per annum
“Latest Practicable Date”	18 June 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Loan”	the Original Loan or the Revised Loan (as the case may be)
“Money Lenders Ordinance”	the Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Original Facilities”	the Original Loan made available by Global Mastermind Financial Services to Customer J under the Original Loan Agreement
“Original Loan”	the principal amount of up to HK\$17 million advanced by Global Mastermind Financial Services to Customer J subject to and upon the terms and conditions of the Original Loan Agreement or any part thereof and for the time being outstanding

DEFINITIONS

“Original Loan Agreement”	the loan agreement dated 17 May 2022 entered into between Global Mastermind Financial Services as lender and Customer J as borrower relating to the granting of the Original Facilities
“PRC”	The People’s Republic of China
“Revised Facilities”	the Revised Loan to be made available by Global Mastermind Financial Services to Customer J under the Revised Loan Agreement
“Revised Loan”	the principal amount of up to HK\$20 million to be advanced by Global Mastermind Financial Services to Customer J subject to and upon the terms and conditions of the Revised Loan Agreement or any part thereof and for the time being outstanding
“Revised Loan Agreement”	the Original Loan Agreement as amended and supplemented by the Supplemental Agreement
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Share Charge”	a share charge in respect of 11,999 issued and fully paid ordinary shares of Customer J, representing approximately 99.99% of the issued share capital of Customer J, executed by the Share Chargor in favour of Global Mastermind Financial Services as a security for all the obligations of Customer J under the Original Loan Agreement, which will continue to be in force under the Revised Loan Agreement
“Share Chargor”	NPH Holdings Limited, a company incorporated in the British Virgin Islands with limited liability
“Shareholder(s)”	holder(s) of the Share(s)
“Supplemental Agreement”	the supplemental agreement dated 3 May 2024 entered into between Global Mastermind Financial Services as lender and Customer J as borrower relating to the Facilities Extension, the Facilities Increment and the Interest Rate Adjustment

DEFINITIONS

“HK\$” Hong Kong dollars, the lawful currency of Hong Kong

“%” per cent.

LETTER FROM THE BOARD



GLOBAL MASTERMIND
環球大通

Global Mastermind Holdings Limited **環球大通集團有限公司***

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8063)

Executive Directors:

Mr. Cheung Kwok Wai Elton (*Chairman*)

Mr. Mung Kin Keung

Mr. Mung Bun Man Alan

Non-executive Director:

Mr. Wong Chun Hung Hanson

Independent non-executive Directors:

Mr. Fung Wai Ching

Mr. Law Kwok Ho Kenward

Mr. Lai Hok Lim

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Unit 1201, 12/F.

West Tower

Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

24 June 2024

To the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTION PROVISION OF FINANCIAL ASSISTANCE RELATING TO THE VARIATION OF THE LOAN AGREEMENT AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

References are made to the announcements of the Company dated (i) 17 May 2022 relating to the granting of the Original Facilities of up to a principal amount of HK\$17 million to Customer J and (ii) 3 May 2024 relating to the variation of the Original Loan Agreement.

* for identification purposes only

LETTER FROM THE BOARD

On 17 May 2022, the Original Loan Agreement was entered into between Global Mastermind Financial Services as lender and Customer J as borrower. Pursuant to the Original Loan Agreement, Global Mastermind Financial Services had conditionally agreed to grant the Original Facilities of up to a principal amount of HK\$17 million to Customer J for a term of 24 months commencing from the date on which the Original Loan Agreement becoming unconditional.

On 3 May 2024, the Supplemental Agreement was entered into between Global Mastermind Financial Services and Customer J in relation to (i) the extension of the final repayment date of the Original Loan Agreement to 16 May 2026 i.e. the Facilities Extension, (ii) the increase in the principal amount of the Facilities from HK\$17 million to HK\$20 million i.e. the Facilities Increment, and (iii) the adjustment in interest rate from Hong Kong Prime Rate plus 4% per annum, to a fixed rate of 12% per annum i.e. the Interest Rate Adjustment. Save and except for the above, all the terms and conditions of the Original Loan Agreement remain unchanged and continue in full force and effect.

The purpose of this circular is to provide you with the information relating to, among other things, (i) further details of the Supplemental Agreement and the transactions contemplated thereunder; (ii) other information required to be disclosed under the GEM Listing Rules; and (iii) a notice of the EGM.

THE REVISED LOAN AGREEMENT

Summarised below are the principal terms of the Revised Loan Agreement:

Lender	:	Global Mastermind Financial Services, a licensed money lender in Hong Kong
Borrower	:	Customer J
Principal amount of the Revised Facilities	:	Up to HK\$20 million
Interest rate	:	(i) Hong Kong Prime Rate plus 4% per annum for the period from 17 May 2022 to 16 May 2024, and (ii) 12% per annum for the period from 17 May 2024 to 16 May 2026, payable annually.

LETTER FROM THE BOARD

- Default interest rate : (i) Hong Kong Prime Rate plus 4% per annum for the period from 17 May 2022 to 16 May 2024, and (ii) 12% per annum for the period from 17 May 2024 to 16 May 2026, on overdue sums, including outstanding principal amount of the Original Loan or Revised Loan (as the case may be), interest and other amounts payable under the Revised Loan Agreement, from the due date until payment in full.
- Security : Customer J has procured the following security in favour of Global Mastermind Financial Services for all the obligations of Customer J under the Original Loan Agreement, which will continue to be security under the Revised Loan Agreement:
- (i) the Share Charge in respect of 11,999 issued and fully paid ordinary shares of Customer J, representing approximately 99.99% of the issued share capital of Customer J, executed by the Share Chargor. The Share Charge will be available throughout the entire availability period of the Facilities, regardless whether the Facilities are fully utilised or not; and
 - (ii) the Guarantee duly and properly executed by the Guarantor.
- Availability period : The period commencing from the date on which the Original Loan Agreement becoming unconditional and ending on the final repayment date.

LETTER FROM THE BOARD

If (i) Customer J has not made the first drawing of the Facilities for 90 days (or such other number of days as Customer J and Global Mastermind Financial Services may agree in writing) after the commencement of the availability period; or (ii) Customer J has not made a drawing for 15 days (or such other number of days as Customer J and Global Mastermind Financial Services may agree in writing) after Customer J has repaid all the principal amount of the Loan, the interest accrued thereon and all other outstanding amounts under the Revised Loan Agreement to Global Mastermind Financial Services, the Facilities shall automatically be cancelled and no longer be available for drawing.

- Final repayment date : 16 May 2026
- Repayment : Customer J shall repay the outstanding principal amount of the Loan in full together with any accrued and unpaid interest in one lump sum on the final repayment date.
- Prepayment : Customer J may prepay to Global Mastermind Financial Services the whole or any part of the outstanding principal amount of the Loan before the final repayment date provided that (i) Customer J shall have given to Global Mastermind Financial Services prior written notice specifying the amount to be prepaid and the date on which the prepayment is to be made, and (ii) Customer J shall, on the date of prepayment, pay to Global Mastermind Financial Services all accrued interest or the amount prepaid.
- Re-borrowing and drawing : Any amounts prepaid by Customer J before the final repayment date shall be available for re-borrowing and drawing provided that the aggregate outstanding principal amount of the Loan shall not exceed HK\$20 million.
- Conditions precedent : The Supplemental Agreement is conditional upon the fulfilment of the following conditions:

LETTER FROM THE BOARD

- (i) the publication of an announcement of the Company, the circular to the Shareholders, and approval from the Shareholders, in relation to the Supplemental Agreement and the transactions contemplated thereunder in compliance with Chapter 19 of the GEM Listing Rules; and
- (ii) payment of all outstanding interest (if any).

As at the Latest Practicable Date, condition (ii) above had been fulfilled.

At the Latest Practicable Date, the outstanding principal amount of the Loan is approximately HK\$12.5 million.

FUNDING OF THE FACILITIES

The Facilities will be financed by internal resources of the Company.

INFORMATION ON CUSTOMER J, THE SHARE CHARGOR AND THE GUARANTOR

Customer J is a company incorporated in Hong Kong and principally engaged in the trading and retail sale of ginseng and dried seafood products.

The Share Chargor is a company incorporated in the British Virgin Islands and its principal activity is investment holding. The Share Chargor is interested in 11,999 out of the entire 12,000 issued and fully paid ordinary shares of Customer J.

The Guarantor is a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Exchange under stock code: 348. The Guarantor is an investment holding company and its subsidiaries are principally engaged in sales of Chinese health products, money lending business and investment in financial instruments. The Guarantor is the ultimate holding company of Customer J and the Share Chargor.

As at the Latest Practicable Date, given that

- (a) Mr. Cheung Kwok Wai Elton, the Chairman of the Board and an executive Director, is the vice-chairman of the board of directors and an executive director of the Guarantor; and
- (b) Mr. Lai Hok Lim, an independent non-executive Director, is an independent non-executive director of the Guarantor,

LETTER FROM THE BOARD

Mr. Cheung Kwok Wai Elton and Mr. Lai Hok Lim have abstained from voting at the Board's meeting approving the Supplemental Agreement and the transactions contemplated thereunder.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquires, Customer J, the Guarantor and the Share Chargor are third parties independent of the Company and its connected persons (as defined under the GEM Listing Rules).

INFORMATION OF THE GROUP AND GLOBAL MASTERMIND FINANCIAL SERVICES

The Company is an investment holding company and its subsidiaries are principally engaged in the provision and operation of travel business, treasury management business, money lending business and provision of securities, asset management and finance advisory services.

Global Mastermind Financial Services is a licensed money lender in Hong Kong under the Money Lenders Ordinance. Global Mastermind Financial Services conducts money lending business in Hong Kong through the provision of secured and unsecured loans to customers.

LOAN ARRANGEMENTS

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, save for the Revised Loan Agreement and the following loan arrangements (the "**Loan Arrangements**"), there is, and in the past twelve months, there has been, no material loan arrangement between (a) Customer J and any of its ultimate beneficial owner(s); and (b) the Company, any connected person at the Company's level, and/or any connected person of the Company's subsidiaries involved in the transaction:

No.	Lender	Borrower	Nature	Date of grant	Principal amount	Interest rate per annum	Security	Repayment status
(i)	Good Cheer Global Limited, a wholly-owned subsidiary of the Guarantor	A director of a subsidiary of the Company	Revolving loan facilities	27 April 2022	Up to HK\$5.5 million	8%	Nil	Fully repaid on 10 August 2023
(ii)	Good Cheer Global Limited, a wholly-owned subsidiary of the Guarantor	Eternity Investment Limited, a substantial Shareholder	Revolving loan facilities	22 March 2023, renewed on 26 February 2024	Up to HK\$9.0 million	Hong Kong Dollar Best Lending Rate quoted by The Hongkong and Shanghai Banking Corporation Limited from time to time plus 3%	Nil	Final repayment date on 21 March 2025
(iii)	Heng Tai Finance Limited, being a substantial Shareholder and a wholly-owned subsidiary of Heng Tai Consumables Group Limited, a company listed on the Main Board of the Exchange (stock code: 197)	The Guarantor	Convertible bond which can convert into a maximum of 190,263,157 shares of the Guarantor	11 October 2018, renewed on 28 August 2020 and 17 August 2022	HK\$72.3 million	6%	Nil	Final repayment date on 10 October 2024

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, save for the relationships amongst Customer J, the Share Chargor, the Guarantor and its subsidiaries as disclosed in this circular, there is no relationship between the Loan Arrangements and the Revised Loan Agreement.

The Loan Arrangements are not within the scope of consideration by the Board in its assessment of the entering into of the Supplemental Agreement.

REASONS FOR AND BENEFITS OF THE FACILITIES EXTENSION, THE FACILITIES INCREMENT AND THE INTEREST RATE ADJUSTMENT

As money lending is one of the principal activities of the Group, the granting of the Facilities and the extension of final repayment dates of loans are in the ordinary and usual course of business of the Group.

The terms of the Supplemental Agreement are negotiated on an arm's length basis between Global Mastermind Financial Services and Customer J. The Directors are of the view that the terms of the Supplemental Agreement are on normal commercial terms. Having considered the financial background of Customer J, the Guarantee duly executed by the Guarantor and the Share Charge duly executed by the Share Chargor, the interest payment history of Customer J, and the additional interest income to be generated to Global Mastermind Financial Services from the Facilities Extension, the Facilities Increment and the Interest Rate Adjustment, the Directors (excluding Mr. Cheung Kwok Wai Elton and Mr. Lai Hok Lim who have abstained from voting at the Board's meeting approving the Supplemental Agreement and the transactions contemplated thereunder) consider that the Facilities Extension, the Facilities Increment and the Interest Rate Adjustment are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

FINANCIAL EFFECTS OF THE PROVISION OF THE REVISED FACILITIES

Assets and liabilities

Upon the Supplemental Agreement becoming effective, the outstanding balance of the Revised Loan will continue to be included under current assets in the consolidated statement of financial position of the Group. Any further drawdown on the Revised Facilities is expected to be funded by the Group's internal financial resources. As such, there will be no impact on the net assets value of the Group.

Earnings

Under the terms of the Revised Loan Agreement, interest rate shall be adjusted from Hong Kong Prime Rate plus 4% per annum i.e. 9.875% per annum as at the date of the Supplemental Agreement, to a fixed rate of 12% per annum. As such, on the outstanding balance under the Revised Loan, the interest income of the Group is expected to increase.

LETTER FROM THE BOARD

GEM LISTING RULES IMPLICATIONS

As one of the relevant applicable percentage ratios (calculated in accordance with the GEM Listing Rules) in respect of the Facilities Extension, the Facilities Increment and the Interest Rate Adjustment is more than 25% but all are less than 100%, the Facilities Extension, the Facilities Increment and the Interest Rate Adjustment constitute a major transaction of the Company under Chapter 19 of the GEM Listing Rules and are subject to the reporting, announcement and Shareholders' approval requirements of the GEM Listing Rules.

EGM

A notice convening the EGM to be held at Meeting Room (Soho 1), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Thursday, 15 August 2024 at 10:00 a.m. is set out on pages 22 to 23 of this circular. Ordinary resolution will be proposed at the EGM to approve, among other things, the Supplemental Agreement and the transactions contemplated thereunder.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

To the best of the knowledge, information and belief of the Directors, no Shareholder has a material interest in the transactions contemplated under the Supplemental Agreement. As such, no Shareholder will be required to abstain from voting on the resolution to approve the Supplemental Agreement and the transactions contemplated thereunder. Any vote exercised by the Shareholders at the EGM shall be taken by way of poll.

RECOMMENDATION

Having considered the reasons set out above, the Directors consider that the entering into of the Supplemental Agreement and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

Your attention is also drawn to the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By Order of the Board
Global Mastermind Holdings Limited
Cheung Kwok Wai Elton
Chairman and Executive Director

1. FINANCIAL INFORMATION

Financial information of the Group for each of the three years ended 31 December 2023 is disclosed in the following documents which are published on the website of the Exchange at www.hkexnews.hk and the website of the Company at www.globalmholdings.com:

- Annual report of the Company for the year ended 31 December 2021 (pages 58 to 170) (<https://www1.hkexnews.hk/listedco/listconews/gem/2022/0330/2022033000701.pdf>)
- Annual report of the Company for the year ended 31 December 2022 (pages 55 to 160) (<https://www1.hkexnews.hk/listedco/listconews/gem/2023/0331/2023033101151.pdf>)
- Annual report of the Company for the year ended 31 December 2023 (pages 79 to 178) (<https://www1.hkexnews.hk/listedco/listconews/gem/2024/0430/2024042902450.pdf>)

2. INDEBTEDNESS

As at the close of business on 30 April 2024, being the date of this indebtedness statement prior to the printing of this circular, the Group had an outstanding borrowing of HK\$100,000,000 granted by a finance company, secured by (i) the post-dated cheques drawn in favour of the finance company for payment of the principal and the interests stipulated under the loan agreement, and (ii) a personal guarantee given by Mr. Cheung Kwok Wai Elton, the Chairman of the Board and an executive Director.

Save as aforesaid or otherwise disclosed herein, and apart from intra-group liabilities and normal trade and other payables in the ordinary course of business of the Group, as at the close of business on 30 April 2024, the Group did not have any outstanding indebtedness in respect of any (1) debt securities issued or outstanding, or authorised or otherwise created but unissued, or term loans; (2) other borrowings or indebtedness including bank overdrafts or liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments; (3) mortgages or charges; or (4) contingent liabilities or guarantees.

3. WORKING CAPITAL

As at the Latest Practicable Date, the Directors were of the opinion, after due and careful enquiry, and after taking into the account (i) the effect of the Facilities Extension, the Facilities Increment and the Interest Rate Adjustment; (ii) cash flows from operations; and (iii) the internal resources and other borrowing available to the Group, that the working capital available to the Group is sufficient for its present requirements for at least 12 months from the date of this circular.

As at the date of this circular, the Company had obtained the confirmation as required under Rule 19.66(13) of the GEM Listing Rules from the auditors of the Company that (a) the above statement had been made by the Directors after due and careful enquiry; and (b) the persons or institutions providing finance had confirmed in writing that such facilities exist.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2023, being the date to which the latest published audited consolidated financial statements of the Company were made up.

5. FINANCIAL AND TRADING PROSPECT OF THE GROUP

The global economy outlook is still uncertain as affected by the persistently high interest rates, further escalation of conflicts and sluggish international trade. The prospects of a prolonged period of tighter credit conditions and high interest rates pose significant challenges to global growth and in need of more investments to resuscitate the flagging economy. The PRC and Hong Kong economy grew at a slower pace than the original estimation. The Directors expect that the Hong Kong equity market will continue to face with mounting pressure marked by global economic fragility and interest rate hikes. The Directors will closely monitor the Hong Kong equity market, proactively adjust the Group's securities portfolio from time to time, and realise the securities investment into cash as and when appropriate.

In light of the uncertain economic outlook, the Group has taken a cautious and conservative stance in considering the grant of new loans to new customers, as a matter of prudent measures to reduce the Company's business risks. The Directors intend to maintain the size of the Group's loan portfolio in 2024. Meanwhile, the Group will closely monitor the performance of the Group's loan portfolio, especially in each customer's repayment and financial condition, and continue to focus on the recovery of the overdue loans so as to safeguard the interest of the Group.

In 2023, investors tended to be more conservative in the Hong Kong-listed equities, and the market turnover of the Hong Kong equity market showed a downward trend, which harmed the Group's financial services business. In response to the sluggish market conditions, the Hong Kong government has recently undertaken various measures to revitalise the development of the Hong Kong equity market and Hong Kong's status as an international financial center, such as a stamp duty cut on securities transactions and a reform of the GEM Listing Rules to enhance GEM's attractiveness. The Directors are hoping these measures would attract capital to Hong Kong and boost trading volumes of the Hong Kong equity market, which in turn would improve the profitability of the Group's financial services business in the future.

Based on the results of research on travel business in Hong Kong conducted by the Company, the Directors consider that developing travel business in Hong Kong would be challenging and costly. There are many challenges that the Company would have to face, such as the increased competition from large conglomerates and online booking channels. Hence, the Company has to examine thoroughly the profitability, capital requirements and potential risks before moving forward in this industry.

For the coming years, the Directors will continue to lead the Group to weather the challenges and continue to monitor the business environment and strengthen the Group's business foundation by focusing on its existing businesses. In addition to focusing on the Group's existing businesses, the Directors will continue to identify suitable investment opportunities for the Group to diversify its businesses and broaden its revenue. As at the Latest Practicable Date, the Directors had not identified any business segment which the Company intends to develop.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS**Directors' and chief executive's interests and short positions in the Shares, underlying Shares and debentures of the Company and its associated corporation**

As at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interests and short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which are required (i) to be notified to the Company and the Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he/she/it is taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Exchange.

Substantial Shareholders' interests and short positions in the Shares and underlying Shares

As at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, save as disclosed below, no person (other than the Directors and chief executive of the Company) had interests or short positions in the Shares or underlying Shares which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept under Section 336 of the SFO.

Name	Notes	Capacity	No. of Shares or underlying Shares held	Approximate % of the issued share capital of the Company
Eternity Finance Group Limited	1	Beneficial owner	81,932,000	16.04%
Max Winner Investments Limited	1	Beneficial owner	12,565,000	2.46%
Eternity Investment Limited	1	Interest of controlled corporation	94,497,000	18.50%
Heng Tai Finance Limited	2	Beneficial owner	84,507,042	16.54%
Heng Tai Consumables Group Limited	2	Interest of controlled corporation	84,507,042	16.54%

Notes:

- As at the Latest Practicable Date, Eternity Finance Group Limited and Max Winner Investments Limited were wholly-owned subsidiaries of Eternity Investment Limited a company listed on the Main Board of the Exchange (stock code: 764). Eternity Finance Group Limited and Max Winner Investments Limited were interested in 81,932,000 and 12,565,000 Shares respectively. Eternity Investment Limited was deemed to be interested in such 94,497,000 Shares by virtue of the SFO.
- As at the Latest Practicable Date, Heng Tai Finance Limited was a wholly-owned subsidiary of Heng Tai Consumables Group Limited, a company listed on the Main Board of the Exchange (stock code: 197). Heng Tai Finance Limited was interested in 84,507,042 Shares. Heng Tai Consumables Group Limited was deemed to be interested in such 84,507,042 Shares by virtue of the SFO.

3. DIRECTORS' COMPETING INTERESTS

As at the Latest Practicable Date, Mr. Cheung Kwok Wai Elton, the Chairman of the Board and an executive Director, had interests in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group:

- Mr. Cheung Kwok Wai Elton had an indirect interest of 15.29% in the issued shares of and is an executive director of Eternity Investment Limited. The subsidiaries of Eternity Investment Limited also engage in money lending and the sale of financial assets businesses.

- (b) Mr. Cheung Kwok Wai Elton is the vice-chairman of the board of directors and an executive director of China Healthwise Holdings Limited, a company listed on the Main Board of the Exchange (stock code: 348). The subsidiaries of China Healthwise Holdings Limited also engage in money lending and investment in financial instruments businesses.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which does not expire or is not determinable by such member of the Group within one year without payment of compensation (other than statutory compensation).

5. DIRECTORS' INTERESTS IN THE GROUP'S ASSETS OR CONTRACTS OR ARRANGEMENTS

As at the Latest Practicable Date, save as disclosed below, none of the Directors were materially interested, directly or indirectly, in any subsisting contract or arrangement entered into by any member of the Group which was significant in relation to the business of the Group:

- (a) On 16 May 2019, Mr. Cheung Kwok Wai Elton executed a personal guarantee as guarantor to secure the Company's payment obligations under a loan of HK\$100,000,000 granted by a finance company. No consideration was paid by the Company to Mr. Cheung Kwok Wai Elton for providing the personal guarantee. No security over the assets of the Group was provided for the personal guarantee given by Mr. Cheung Kwok Wai Elton. As at the Latest Practicable Date, the provision of the personal guarantee by Mr. Cheung Kwok Wai Elton remained in full force and effect.
- (b) On 1 November 2023, Famous Flamingo Limited, a wholly-owned subsidiary of the Company, as landlord, entered into a tenancy agreement with Walnut Capital Limited, a company listed on the Main Board of the Exchange (stock code: 905) and owned as to 56% by Mr. Mung Bun Man Alan, as tenant, for a term of one year with a monthly rental of HK\$70,000 from 15 October 2023 to 14 October 2024. As at the Latest Practicable Date, the tenancy agreement remained in full force and effect.

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which have been, since 31 December 2023, being the date to which the latest published audited accounts of the Company were made up, acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

6. LITIGATION

As at the Latest Practicable Date, neither the Company nor any member of the Group was engaged in any litigation or claims of material importance, and no litigation or claims of material importance was known to the Directors to be pending or threatened against any member of the Group.

7. MATERIAL CONTRACTS

The Group had not entered into any contract (not being contracts entered into in the ordinary course of business) within the two years immediately preceding the date of this circular which is or may be material.

8. AUDIT COMMITTEE

The Company established the audit committee of the Board on 19 October 2000 which currently consists of three independent non-executive Directors, namely Mr. Law Kwok Ho Kenward (as chairman), Mr. Fung Wai Ching and Mr. Lai Hok Lim, with written terms of reference in compliance with the GEM Listing Rules.

The audit committee of the Board is mainly responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal of such auditor; reviewing the quarterly, interim and annual reports and financial statements of the Group; and overseeing the Group's financial reporting system, risk management and internal control systems.

Biographical information of each member of the audit committee of the Board is set out below:

Mr. Law Kwok Ho Kenward, aged 51, has been appointed as an independent non-executive Director on 11 December 2015. He is also the chairman of the audit committee of the Board and a member of the remuneration committee of the Board. Mr. Law graduated from the University of New South Wales, Australia with a Bachelor of Commerce in Accountancy. He is a member of the Hong Kong Institute of Certified Public Accountants and a Certified Practising Accountant of CPA Australia. Mr. Law has experiences in auditing, taxation and finance for over 20 years. Mr. Law is presently the general manager of a consultancy company in Hong Kong.

Mr. Fung Wai Ching, aged 54, has been appointed as an independent non-executive Director on 23 June 2014. He is also the chairman of nomination committee of the Board and a member of each of the audit committee and remuneration committee of the Board. He has over 20 years' experience in managing paper, packaging and printing industries in both the PRC and Hong Kong markets. Mr. Fung is currently an independent non-executive director of Walnut Capital Limited.

Mr. Lai Hok Lim, aged 65, has been appointed as an independent non-executive Director on 24 July 2020. He is also the chairman of remuneration committee of the Board and a member of each of the audit committee and nomination committee of the Board. Mr. Lai is a practising solicitor in Hong Kong since 1989. He graduated from the University of Hong Kong with a Bachelor of Arts Degree and holds a Bachelor of Arts (Law) Degree from the University of Sussex in the United Kingdom and a Bachelor of Law Degree from Beijing University in the PRC. Mr. Lai is currently an independent non-executive director of China Healthwise Holdings Limited.

9. GENERAL

- (a) The secretary of the Company is Ms. Chu Man Ting, a member of Hong Kong Institute of Certified Public Accountants.
- (b) The Company's share registrar and transfer office in Hong Kong is Tricor Secretaries Limited, and is situated at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (c) In the event of any inconsistency, the English texts of this circular and the accompanying form of proxy shall prevail over their respective Chinese texts.

10. DOCUMENTS ON DISPLAY

Copies of the Original Loan Agreement and the Supplemental Agreement will be published on the website of the Exchange at www.hkexnews.hk and the website of the Company at www.globalmholdings.com for a period of 14 days from the date of this circular.

NOTICE OF EGM



GLOBAL MASTERMIND
環球大通

Global Mastermind Holdings Limited **環球大通集團有限公司***

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8063)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Global Mastermind Holdings Limited (the “**Company**”) will be held at Meeting Room (Soho 1), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Thursday, 15 August 2024 at 10:00 a.m., for the following purposes:

ORDINARY RESOLUTION

“THAT:

- (i) the Supplemental Agreement (as defined in the circular to the shareholders of the Company dated 3 May 2024 (the “**Circular**”), of which this notice forms part), a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for identification purpose, and the transactions contemplated thereunder be and are hereby confirmed, approved, authorised and/or ratified in all respects; and
- (ii) any director(s) of the Company be and is/are hereby authorised for and on behalf of the Company to execute any documents, instruments and agreements and to do any such acts or things as may be deemed by him/her/them in his/her/their absolute discretion to be necessary or incidental to, ancillary to or in connection with the Supplemental Agreement and the transactions contemplated thereunder and (to the extent permitted by the applicable law, regulations and rules, including the GEM Listing Rules (as defined in the Circular)) to approve and/or make immaterial amendments and modifications (including extension or relaxation of time period or constraints) to the terms and conditions thereof as such director(s) may deem necessary and in the interests of the Company and its shareholders to do so.”

* for identification purposes only

NOTICE OF EGM

By Order of the Board
Global Mastermind Holdings Limited
Cheung Kwok Wai Elton
Chairman and Executive Director

Hong Kong, 24 June 2024

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Unit 1201, 12/F.
West Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting, is entitled to appoint a proxy or more than one proxy (for member holding two or more shares) to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for the holding of the meeting or adjourned meeting, and in default thereof the form of proxy shall not be treated as valid.
4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 12 August 2024 to Thursday, 15 August 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order for a shareholder of the Company to be eligible to attend and vote at the meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 9 August 2024.
5. No gifts, food or beverages will be provided to attendees at the meeting.

As at the date of this notice, the board of directors comprises Mr. Cheung Kwok Wai Elton, Mr. Mung Kin Keung and Mr. Mung Bun Man Alan as executive directors; Mr. Wong Chun Hung Hanson as non-executive director; and Mr. Fung Wai Ching, Mr. Law Kwok Ho Kenward and Mr. Lai Hok Lim as independent non-executive directors.